

### Debtor in a Foreign Proceeding.

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| In re:                                 | ) | Chapter 15              |
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| VAH Newco No., 1 Pty Ltd               | ) | Case No. 20-11030 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Tiger Airways Australia Pty Limited    | ) | Case No. 20-11032 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Virgin Australia Airlines Pty Ltd      | ) | Case No. 20-11036 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VA Borrower 2019 No. 1 Pty Ltd         | ) | Case No. 20-11038 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VA Borrower 2019 No. 2 Pty Ltd         | ) | Case No. 20-11040 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Virgin Tech Pty Ltd                    | ) | Case No. 20-11042 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Short Haul 2018 No. 1                  | ) | Case No. 20-11044 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>     | ) |                         |
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| In re:                                     | ) | Chapter 15              |
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| Short Haul 2017 No. 1 Pty Ltd              | ) | Case No. 20-11046 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>     | ) |                         |
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| In re:                                     | ) | Chapter 15              |
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| Short Haul 2017 No. 2 Pty Ltd              | ) | Case No. 20-11048 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>     | ) |                         |
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| In re:                                     | ) | Chapter 15              |
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| Short Haul 2017 No. 3 Pty Ltd              | ) | Case No. 20-11050 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>     | ) |                         |
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| In re:                                     | ) | Chapter 15              |
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| VBNC5 Pty Ltd                              | ) | Case No. 20-11052 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>     | ) |                         |
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| In re:                                     | ) | Chapter 15              |
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| A.C.N. 098 904 262 Pty Ltd                 | ) | Case No. 20-11054 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>     | ) |                         |
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| In re:                                     | ) | Chapter 15              |
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| Virgin Australia Regional Airlines Pty Ltd | ) | Case No. 20-11031 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>     | ) |                         |
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| In re:                                     | ) | Chapter 15              |

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| Virgin Australia Holidays Pty Ltd         | ) | Case No. 20-11033 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>    | ) |                         |
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| In re:                                    | ) | Chapter 15              |
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| VB Ventures Pty Ltd                       | ) | Case No. 20-11035 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>    | ) |                         |
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| In re:                                    | ) | Chapter 15              |
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| Virgin Australia Cargo Pty Ltd            | ) | Case No. 20-11037 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>    | ) |                         |
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| In re:                                    | ) | Chapter 15              |
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| VB Leaseco Pty Ltd                        | ) | Case No. 20-11039 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>    | ) |                         |
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| In re:                                    | ) | Chapter 15              |
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| VA Hold Co Pty Ltd                        | ) | Case No. 20-11041 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u>    | ) |                         |
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| In re:                                    | ) | Chapter 15              |
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| VA Lease Co Pty Ltd                       | ) | Case No. 20-11043 (SHL) |
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| <u>Debtor in a Foreign Proceeding r.</u>  | ) |                         |
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| In re:                                    | ) | Chapter 15              |
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| Virgin Australia 2013-1 Issuer Co Pty Ltd | ) | Case No. 20-11045 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| 737 2012 No. 1 Pty Ltd                 | ) | Case No. 20-11047 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| 737 2012 No. 2 Pty Ltd                 | ) | Case No. 20-11049 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Short Haul 2016 No. 1 Pty Ltd          | ) | Case No. 20-11051 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Short Haul 2016 No. 2 Pty Ltd          | ) | Case No. 20-11053 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Short Haul 2014 No. 1 Pty Ltd          | ) | Case No. 20-11055 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Short Haul 2014 No. 2 Pty Ltd          | ) | Case No. 20-11057 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VA Regional Leaseco Pty Ltd            | ) | Case No. 20-11059 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VB 800 2009 Pty Ltd                    | ) | Case No. 20-11061 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VB Leaseco No 2 Pty Ltd                | ) | Case No. 20-11056 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VB LH 2008 No. 1 Pty Ltd               | ) | Case No. 20-11058 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VB LH 2008 No. 2 Pty Ltd               | ) | Case No. 20-11060 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| VB PDP 2010-11 Pty Ltd                 | ) | Case No. 20-11062 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |
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| In re:                                 | ) | Chapter 15              |
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| Tiger International Number 1 Pty Ltd   | ) | Case No. 20-11063 (SHL) |
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| <u>Debtor in a Foreign Proceeding.</u> | ) |                         |

**ORDER (I) DIRECTING JOINT  
ADMINISTRATION OF CASES UNDER CHAPTER 15  
OF THE BANKRUPTCY CODE AND (II) AUTHORIZING  
FOREIGN REPRESENTATIVE TO FILE CONSOLIDATED  
LISTS OF INFORMATION REQUIRED BY BANKRUPTCY RULE 1007(A)(4)**

Upon the motion (the “Motion”)<sup>1</sup> of the Foreign Representative of the above-captioned foreign debtors (collectively, the “Foreign Debtors”) for entry of an order (a) directing the joint administration of these chapter 15 cases for procedural purposes only, and (b) authorizing the Foreign Representatives to file consolidated lists of information required by Bankruptcy Rule 1007(a)(4); the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and 11 U.S.C. §§ 109 and 1501; venue being proper before the Court pursuant to § 1410(1) and (3); and that this Court may enter a final order consistent with Article III of the United States Constitution; adequate and sufficient notice of the filing of the Motion having been given by the Foreign Representative; it appearing that the relief requested in the Motion is necessary and beneficial to the Foreign Debtors; and no objections or other responses having been filed that have not been overruled, withdrawn, or otherwise resolved; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. These chapter 15 cases shall be, and they hereby are, consolidated pursuant to Bankruptcy Rule 1015(b), for procedural purposes only, and shall be jointly administered by the Court under Case No. 20-11024 (SHL).

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

3. The caption of each of these chapter 15 cases shall be modified to reflect the joint administration of these cases, as follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |   |                         |
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| In re:   | ) | Chapter 15              |
| Virgin Australia Holdings Ltd, <i>et al.</i> , | ) | Case No. 20-11024 (SHL) |
| (ACN 100 686 226) <sup>1</sup>                 | ) |                         |
| Debtors in a Foreign Proceeding. <sup>2</sup>  | ) | (Jointly Administered)  |
|  | ) |                         |

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry shall be made in each of the above captioned chapter 15 cases, other than on the docket of the case of Virgin Australia Holdings Ltd, substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 15 cases of Virgin Australia Holdings Ltd; Virgin Australia International Operations Pty Ltd; Virgin Australia International Holdings Pty Ltd; Virgin Australia International Airlines Pty Ltd; Virgin Australia

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<sup>1</sup> An Australian Company Number (“ACN”) is a unique nine-digit number issued by the Australian Securities and Investments Commission (“ASIC”) to every company registered under the Commonwealth Corporations Act 2001 as an identifier.

<sup>2</sup> The Debtors in these cases, along with the last three digits of each Debtor’s ACN number, are: Virgin Australia Holdings Ltd (226); Virgin Australia International Operations Pty Ltd (608); Virgin Australia International Holdings Pty Ltd (021); Virgin Australia International Airlines Pty Ltd (823); Virgin Australia Airlines (SE Asia) Pty Ltd (389); Virgin Australia Airlines Holdings Pty Ltd (675); VAH Newco No. 1 Pty Ltd (345); Tiger Airways Australia Pty Limited (008); Virgin Australia Airlines Pty Ltd (965); VA Borrower 2019 No. 1 Pty Ltd (059); VA Borrower 2019 No. 2 Pty Ltd (343); Virgin Tech Pty Ltd (879); Short Haul 2018 No. 1 Pty Ltd (831); Short Haul 2017 No. 1 (390); Short Haul 2017 No. 2 Pty Ltd (443); Short Haul 2017 No. 3 Pty Ltd (813); VBNC5 Pty Ltd (502); A.C.N. 098 904 262 Pty Ltd (262); Virgin Australia Regional Airlines Pty Ltd (662); Virgin Australia Holidays Pty Ltd (159); VB Ventures Pty Ltd (004); Virgin Australia Cargo Pty Ltd (838); VB Leaseco Pty Ltd (741); VA Hold Co Pty Ltd (157); VA Lease Co Pty Ltd (291); Virgin Australia 2013-1 Issuer Co Pty Ltd (326); 737 2012 No. 1 Pty. Ltd (859); 737 2012 No. 2 Pty Ltd (064); Short Haul 2016 No. 1 Pty Ltd (328); Short Haul 2016 No. 2 Pty Ltd (077); Short Haul 2014 No. 1 Pty Ltd (612); Short Haul 2014 No. 2 Pty Ltd (199); VA Regional Leaseco Pty Ltd (605); VB 800 2009 Pty Ltd (934); VB Leaseco No. 2 Pty Ltd (319); VB LH 2008 No. 1 (354); VB LH 2008 No. 2 Pty Ltd (805); VB PDP 2010-11 Pty Ltd (266); Tiger International Number 1 Pty Ltd (944). The service address for each of the above Debtors is Deloitte Brisbane, Riverside Centre, 123 Eagle St, Brisbane QLD 4000, Australia.

Airlines (SE Asia) Pty Ltd; Virgin Australia Airlines Holdings Pty Ltd; VAH Newco No. 1 Pty Ltd; Tiger Airways Australia Pty Limited; Virgin Australia Airlines Pty Ltd; VA Borrower 2019 No. 1 Pty Ltd; VA Borrower 2019 No. 2 Pty Ltd; Virgin Tech Pty Ltd; Short Haul 2018 No. 1 Pty Ltd; Short Haul 2017 No. 1 Pty Ltd; Short Haul 2017 No. 2 Pty Ltd; Short Haul 2017 No. 3 Pty Ltd; VBNC5 Pty Ltd; A.C.N. 098 904 262 Pty Ltd; Virgin Australia Regional Airlines Pty Ltd; Virgin Australia Holidays Pty Ltd; VB Ventures Pty Ltd; Virgin Australia Cargo Pty Ltd; VB Leaseco Pty Ltd; VA Hold Co Pty Ltd; VA Lease Co Pty Ltd; Virgin Australia 2013-1 Issuer Co Pty Ltd; 737 2012 No. 1 Pty Ltd; 737 2012 No. 2 Pty Ltd; Short Haul 2016 No. 1 Pty Ltd; Short Haul 2016 No. 2 Pty Ltd; Short Haul 2014 No. 1 Pty Ltd; Short Haul 2014 No. 2 Pty Ltd; VA Regional Leaseco Pty Ltd; VB 800 2009 Pty Ltd; VB Leaseco No. 2 Pty Ltd; VB LH 2008 No. 1 Pty Ltd; VB LH 2008 No. 2 Pty Ltd; VB PDP 2010-11 Pty Ltd; Tiger International Number 1 Pty Ltd. The docket in Case No. 20-11024 (SHL) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-11024 (SHL)**

6. The Foreign Representatives shall maintain, and the clerk of the Court shall keep, one consolidated docket, one file, and one consolidated service list in these chapter 15 cases. The Foreign Representatives are authorized to send, as applicable, combined notices to the Foreign Debtors' creditors and other parties in interest.

7. The Foreign Representatives are authorized to file a consolidated list of the information required by Bankruptcy Rule 1007(a)(4).

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 15 cases.

9. The Foreign Representatives are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and will be entered on the docket in each chapter 15 case of the Foreign Debtors.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

New York, New York  
Dated: May 1, 2020

/s/ *Sean H. Lane*

SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE